

Bankruptcy Code, and who are not represented in these bankruptcy cases by a labor organization acting as their authorized representative (the "Retiree Committee"); and upon the Affidavit Of Robert S. Miller, Jr. In Support Of Chapter 11 Petitions And First Day Orders, sworn to October 8, 2005; and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED as provided herein.
2. Retirees (and, to the extent applicable, their surviving spouses, dependants, and beneficiaries)⁴ whose retiree medical and life insurance benefits⁵ were initially conferred by a collective bargaining agreement between the Debtors and an International Union ("Union Retirees") shall be deemed to be represented by their respective International Unions as their authorized representatives for purposes of section 1114, and shall not be a member of any Retiree Committee appointed in these cases, until further order of this Court, unless any such International Union gives written notice to the Debtors that it will not serve as such retirees' authorized representative, such written

⁴ Section 1114(a) includes payments to surviving spouses and dependents of retired employees.

⁵ 11 U.S.C. § 1114(a) defines "retiree benefits" which shall be referred to herein as "retiree medical and life insurance benefits" to mean: payments to any entity or person for the purpose of providing or reimbursing payments for retired employees and their spouses and dependents, for medical, surgical, or hospital care benefits, or benefits in the event of sickness, accident, disability, or death under any plan, fund, or program (through the purchase of insurance or otherwise) maintained or established in whole or in part by the debtor prior to filing a petition commencing a case under this title. 11 U.S.C. § 1114(a).

notice being delivered so as to be actually received by the Debtors' counsel (and others as set forth in paragraph 3, below) on or before October 21, 2005.

3. The International Unions shall give such notice of their election to the Debtors, their counsel, and the U.S. Trustee via overnight mail or facsimile at the following addresses:

Kevin M. Butler
Vice President, Human Resource Management
Delphi Corporation
5725 Delphi Drive
Troy, Michigan 48098-2815
Facsimile: (248) 813-2670

John Wm. Butler, Jr.
John K. Lyons
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
Facsimile: (312) 407-0411

Robert Siegel
Tom Jerman
O'MELVENY & MYERS LLP
1625 Eye Street, NW
Washington, DC 20006
Facsimile: (202) 383-5414

Alicia M. Leonhard
Office of the United States Trustee
33 Whitehall Street, 21st Floor
New York, New York 10004
Facsimile: (212) 668-2255

4. In the event that an International Union elects not to represent its respective Union Retirees for purposes of section 1114, and gives notice of such election in accordance with the foregoing paragraphs 2 and 3, the Debtors shall solicit Union Retirees from each such "Unrepresented Union" to serve as an authorized representative

on the Retiree Committee. Nominations for representative(s) shall be solicited from all Union Retirees for each Unrepresented Union (the "Unrepresented Union Retirees").

5. The form of the "Request for Nominations to Retiree Committee" and "Response to Request for Nominations to Retiree Committee," attached hereto as Exhibit A, are hereby approved, subject to the U.S. Trustee's right to modify them, and shall be served by regular mail to all "Unrepresented Union Retirees" on or before October 21, 2005, if necessary.

6. Unrepresented Union Retirees receiving retiree medical and life insurance benefits covered by a collective bargaining agreement shall have until November 4, 2005, to submit to the Debtors a Response to Request for Nominations to Retiree Committee.

7. Once the Debtors have received nominations for representatives from any Unrepresented Union Retirees, the Debtors shall review the nominations with the Office of the United States Trustee (the "U.S. Trustee"), who may choose to recommend nominees to the Court. The Debtors shall consult with the U.S. Trustee to determine the appropriate membership of the Retiree Committee to best reflect the composition of the retirees to be represented by the Retiree Committee.

8. On or before November 8, 2005, the Debtors shall file with this Court a list of proposed candidates to serve on the Retiree Committee for appointment by this Court. All Unrepresented Union Retirees shall have received a notice, subject to paragraph 5 herein, substantially in the form of Exhibit A, attached hereto, indicating that the list of proposed candidates will be available at www.delphidocket.com or may be obtained by contacting the Debtors' claim agent, whose contact information shall be contained in the notice. In addition, service of such list shall be made to the Debtors' International

Unions, the U.S. Trustee, the official committee of unsecured creditors (the "Creditors' Committee"), and other parties that have requested service of all pleadings on these cases.

9. If no party files an objection to the proposed slate of candidates and serves such objection upon the Debtors, the U.S. Trustee, and the Creditors' Committee on or before November 15, 2005, this Court may order the appointment of such candidates to a single Retiree Committee to represent all Unrepresented Union Retirees under section 1114 of the Bankruptcy Code without further notice or hearing.

10. If any objection is filed and such objection is served upon the Debtors, the U.S. Trustee, and the Creditors' Committee, then this Court may order an expedited hearing to determine the composition of the Retiree Committee.

11. The appointment of an International Union and/or a Retiree Committee pursuant to the procedures set forth hereunder shall be for the sole purpose of representing retirees in connection with their rights arising under sections 1114 and 1129(a)(13) of the Bankruptcy Code and for no other purpose.

12. This court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

13. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York
October 13, 2005

/s/ ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

Request For Nominations To Retiree Committee
In re Delphi Corporation, et al., Case No. 05-44481 (RDD)

Attention Delphi Union Retirees:

Delphi has announced that it may seek to eliminate its retiree medical and life insurance benefits pursuant to section 1114 of the United States Bankruptcy Code. We regret having to make this decision, but we've determined that these changes are necessary to reorganize successfully.

In the event it elects to seek elimination of retiree medical and life insurance benefits under section 1114, Delphi will negotiate with a committee composed of "authorized representative(s)" of the various employee groups, as provided for in Section 1114 of the Bankruptcy Code. It is expected that negotiations will take place over several weeks after the bankruptcy court appoints the Committee and that Committee members will need to be available for the entire timeframe.

Representatives Of Union Retirees

Section 1114 generally provides that the union is the authorized representative of individuals who retired from a job classification represented by that union.

In Delphi's case, [---] have elected to represent their retirees. If the job classification you retired from is now represented by one of these unions, that union will serve as your authorized representative.

[---] have declined to serve as an "authorized representative;" accordingly, if the job classification you retired from is now represented by one of these unions, you are eligible to seek to serve on the Committee.

The Application Process For Eligible Retirees

Although the bankruptcy court will appoint a Retiree Committee, Delphi will furnish this Court with a list of eligible union retirees who have expressed an interest in serving on the Retiree Committee for the Court's consideration and recommend to this court specific nominees to be appointed as members. If you are a retired employee receiving medical and life insurance benefits pursuant to a collective bargaining agreement to which one of the unions listed above is a signatory, and would be interested in serving on such a committee, please complete the attached response form and send it to _____ by facsimile ((###) ###-####) or by e-mail to (_____.@____.com).

TO BE CONSIDERED FOR SERVICE ON SUCH A COMMITTEE, YOU MUST RETURN THE ATTACHED RESPONSE FROM SO THAT IT IS RECEIVED BY DELPHI NO LATER THAN NOVEMBER 4, 2005.

The list of proposed candidates will be available for your review at www.delphidocket.com or may be obtained by contacting the Debtors' notice and claims agent, Kurtzman Carson Consultants, LLC, at (310) 751-1500 on and after November 8, 2005. The Court's order appointing the Retiree Committee will also be available through these sources following the Court's entry of the order.

Thank you for your interest in the section 1114 process.

Response to Request for Nominations to Retiree Committee

IN RE DELPHI CORPORATION, et al. CASE NO. 05-44481 (RDD)

1. NAME AND ADDRESS (Please Print):

Name	Address	Phone Number, Fax And E-Mail
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2. JOB TITLE HELD WITH DELPHI AT TIME OF RETIREMENT:

3. EMPLOYEE NUMBER: _____

4. YEARS OF SERVICE WITH DELPHI: _____

5. DATE AND REASON FOR TERMINATION WITH DELPHI: _____

6. ARE YOU CURRENTLY RECEIVING RETIREE BENEFITS FROM DELPHI? _____

7. PLEASE PROVIDE ANY OTHER INFORMATION OR BACKGROUND AS TO WHY YOU SHOULD BE APPOINTED TO THE SECTION 1114(d) COMMITTEE INCLUDING ANY SPECIFIC SKILLS THAT YOU HAVE THAT WOULD BE VALUABLE TO THE COMMITTEE.

Signature: _____

Print Name: _____